

Before the
STATE OF ILLINOIS
COMMERCE COMMISSION

Application of)	
LightWave Communications, LLC)	
for a Certificate of Local Authority)	
to Provide Telecommunications)	Docket No. 00-0748
Services in the State of Illinois)	

PRE-FILED TESTIMONY OF

JACK RUDOLPH
VICE PRESIDENT,
BUSINESS DEVELOPMENT

LIGHTWAVE COMMUNICATIONS, LLC

GENERAL CERTIFICATION ISSUES

Q. Please state your name, title and business address for the record.

A. My name is Jack Rudolph. I am the Vice President of Business Development for LightWave Communications, LLC. My business address is 14504 Greenview Drive, Suite 302, Laurel, Maryland 20708.

Q. On whose behalf are you testifying in this proceeding?

A. I am testifying on behalf of LightWave Communications, LLC (hereafter, "LightWave" or "Company").

Q. What is the purpose of your testimony?

A. The purpose of my testimony is to support the Application of LightWave for authority to provide local and interexchange telecommunications services in the State of Illinois.

Q. Is LightWave authorized to do business in Illinois?

A. Yes. A copy of the qualifying document was appended as Exhibit B to LightWave's Application, which was filed with the Commission on November 22, 2000. A copy of the qualifying document also is appended hereto as *Exhibit A*.

Q. Please provide a brief description of the Applicant.

A. LightWave is a privately-held company formed on May 18, 1999 to offer data-centric broadband communications service via its fiber optic network to other communications carriers, such as other competitive local exchange carriers ("CLECs") and competitive access providers ("CAPs"), Internet service providers ("ISPs"), interexchange carriers ("IXCs"), and incumbent local exchange carriers ("ILECs") in major metropolitan areas throughout the United States.

Q. Please describe the geographic areas of the state that LightWave proposes to serve.

1 **A.** LightWave seeks statewide authority to provide competitive local exchange services,
2 although initially it will provide service only in Chicago and the surrounding
3 metropolitan area. LightWave expects to turn-up service to its Chicago customers in the
4 First Quarter of 2001.

5 **Q.** **Please describe the authority for which LightWave has applied.**

6 **A.** LightWave seeks authority to operate as a competitive provider of local exchange and
7 interexchange telecommunications services. As previously stated, LightWave proposes
8 to offer data-centric broadband communications service via its fiber optic network.
9 Specifically, LightWave will use its network to provide leased line service to its
10 customers: private, dedicated point-to-point communications between the company's
11 point of presence ("POP") and another point on the company's fiber optic network
12 specified by the customer. Leased line service will be provided with transmission
13 speeds of either DS1, DS3, OC3, OC12, or OC48. LightWave does not plan to provide
14 dial tone or voice service to its customers.

15 **Q.** **Does LightWave hold Certificates of Authority in other jurisdictions?**

16 **A.** Yes. LightWave has obtained certification to provide telecommunications services in
17 New York and Massachusetts. In addition, LightWave has been granted conditional
18 authority to provide local exchange and interexchange telecommunications service in
19 Pennsylvania. LightWave has applications to provide telecommunications service
20 pending in Pennsylvania, New Jersey, California, Texas, Illinois, Maryland, Virginia,
21 Georgia and the District of Columbia.

22 **Q.** **Does LightWave intend to collect advance payments or deposits from its customers?**

1 **A.** LightWave may require advance payments and deposits from its customers in certain
2 situations, including where the applicant has an insufficient or poor credit history, or
3 where LightWave will be required to provide the applicant with construction of facilities
4 and/or furnishing of special equipment.

5 **Q.** **Does LightWave intend to provide its own operator services?**

6 **A.** LightWave does not intend to provide dial tone or voice grade services to end users and
7 therefore, will not provide operator services or access to operator services. If LightWave
8 should ever provide voice grade services to end users, it would likely provide access to
9 operator services through another telecommunications provider.

10 **Q.** **Does LightWave intend to provide 900 or 700 number services?**

11 **A.** No.

12 **Q.** **Does your company plan to obtain Eligible Telecommunications Carrier status to**
13 **qualify for the federally-funded Lifeline and Link Up Programs?**

14 **A.** No.

15 **Q.** **Has your company signed and returned to the Commission the forms for the**
16 **Universal Telephone Assistance Corporation and the Illinois Telecommunications**
17 **Access Corporation?**

18 **A.** No.

19 **Q.** **Will your company solicit, collect and remit the voluntary contributions from its**
20 **telephone subscribers to support the Telephone Assistance Programs?**

21 **A.** No. As mentioned previously, LightWave does not intend to provide dial tone or voice
22 grade services to end users. It is our understanding that the Telephone Assistance
23 Programs pertain to the provision of such services. However, if LightWave ever

1 provides dial tone or voice grade services to end users, it will support the Telephone
2 Assistance Programs.

3 **Q. Will your company offer all of the waivers associated with the Universal Telephone**
4 **Assistance Program (“UTSAP”)?**

5 **A.** No. As mentioned previously, LightWave does not intend to provide dial tone or voice
6 grade services to end users. It is our understanding that the UTSAP waivers pertain to
7 the provision of such services. However, if LightWave ever provides dial tone or voice
8 grade services to end users, it will offer all of the waivers associated with the UTSAP.

9 **Q. Is LightWave financially qualified to provide the services it proposes within Illinois?**

10 **A.** Yes. As demonstrated by Exhibit D¹ to its Application, LightWave has access to the
11 financing and capital necessary to provide the services proposed herein. As
12 demonstrated by the financial guarantee signed by LightWave’s corporate parent,
13 LightWave Communications, Inc. (“Parent”), Parent has committed to support
14 LightWave in the amount of two million dollars (\$2,000,000.00). Parent’s financial
15 statements clearly demonstrate that the Applicant has access to ample capital to compete
16 effectively in the market for competitive local exchange and interexchange services in
17 Illinois.

18 **Q. Is LightWave managerially qualified to provide the services it proposes within**
19 **Illinois?**

¹ Please note that Exhibit D was filed *under seal*, as both LightWave and Parent are privately-held companies, and their financial statements therefore are confidential and strictly proprietary. For that reason, the financial statements of the companies have not been re-filed with this testimony.

1 **A.** Yes. LightWave will be managed by persons with extensive experience in the
2 telecommunications industry. The biographies of the key management and operational
3 personnel responsible for LightWave's services have been included as Exhibit C to the
4 Application and are appended hereto as *Exhibit B*.

5 **Q.** **How will LightWave provide repair and maintenance services for its customers?**

6 **A.** LightWave plans to provide repair and maintenance services in joint arrangement with a
7 third party vendor. LightWave will perform the in-house troubleshooting functions, but
8 plans to outsource its field operations to its vendor when a dispatch is required.
9 LightWave currently is evaluating potential vendors to perform the necessary field
10 operation functions. In addition, the incumbent local exchange carrier ("ILEC") will be
11 brought in only where it is necessary to resolve issues specific to its network.

12 **Q.** **Is LightWave prepared to file tariffs and otherwise comply with the rules of the**
13 **Commission applicable to companies providing telecommunications services?**

14 **A.** Yes. LightWave will file its initial tariff after obtaining certification and prior to actually
15 providing service.

16 **Q.** **Will LightWave's rates for intrastate telecommunications services in Illinois be**
17 **competitive with other carriers providing similar services?**

18 **A.** Yes. LightWave's service offerings will be subject to direct competition from other
19 telecommunications providers. As a result, LightWave will price its services at
20 competitive rates in order to attract and retain customers. LightWave's rates in Illinois
21 will be comparable to those offered by other carriers for similar services offered to
22 carrier customers. Moreover, because the services proposed both herein and in

1 LightWave's Application are subject to competition, market forces will operate to ensure
2 consistent, equitable treatment of customers.

3 **Q. Will LightWave's initial tariff contain all other material terms and conditions**
4 **applicable to its provisioning of local exchange services?**

5 **A.** Yes. All applicable terms will be set forth in LightWave's tariff.

6 **Q. Will LightWave's tariff include all services and charges associated with providing**
7 **local telephone service, including specific programs such as 9-1-1, Universal**
8 **Telephone Assistance, and Illinois Telecommunications Access?**

9 **A.** No. While LightWave's tariff will include all services and charges associated with
10 providing data-centric broadband telecommunications services to carrier customers,
11 LightWave does not intend to offer dial tone or voice grade services to end users.
12 Therefore, LightWave does not plan to tariff certain services and charges, such as 9-1-1,
13 which traditionally are associated with the provision of dial tone service to end users.
14 However, if LightWave offers dial tone or voice grade service to end users in the future,
15 LightWave will tariff additional applicable services and charges such as 9-1-1, Universal
16 Telephone Assistance, and Illinois Telecommunications Access.

17 **Q. How will LightWave handle billing matters?**

18 **A.** Charges will be billed to customers directly by LightWave on a monthly basis. Bills will
19 include a toll-free number for inquiries or complaints (1-888-953-9300). LightWave's
20 customer service representatives are available to assist customers with billing questions
21 between the hours of 7:00 a.m. and 7:00 p.m., Monday through Friday at 1-888-953-
22 9300. Alternatively, customers may communicate billing questions or concerns to
23 LightWave customer service representatives in writing by sending correspondence to:

LightWave Communications, LLC
14504 Greenview Drive
Suite 302
Laurel, Maryland 20708
Attention: Director – Customer Service

Q. How will LightWave handle customer service matters?

A. LightWave will offer comprehensive customer service to each of its customers. Our customer service center will be staffed by fully-trained customer service representatives who will be prepared to assist its business customers with service, maintenance and billing issues. For service and maintenance issues, customers may contact LightWave's customer service center 24 hours a day, seven (7) days a week, by calling toll-free 1-888-953-9300. As previously noted, for billing issues, customers may contact LightWave's customer service department between the hours of 7:00 a.m. and 7:00 p.m., Monday through Friday, by calling toll-free at 1-888-953-9300. Customers wishing to communicate with a LightWave customer service representative in writing can write to LightWave at:

LightWave Communications, LLC
14504 Greenview Drive
Suite 302
Laurel, Maryland 20708

LightWave's customer service representatives are prepared to respond to a broad range of service matters, including inquiries regarding: (1) the types of services offered by LightWave and the rates associated with such services; (2) monthly billing statements; (3) problems or concerns pertaining to a customer's current service; and (4) general telecommunications matters. Our customer service personnel will ascertain the exact nature of the issue prompting the customer's call. If the issue is such that it may be

1 handled immediately, our representative will offer to perform the required task while the
2 customer remains on the line. If the situation requires more extensive research, our
3 representative will give the customer updates at regular intervals, keeping the customer
4 apprised of the situation until the issue is resolved.

5 **Q. Please describe the Company's internal process for complaint resolution, the**
6 **escalation process within your company, and how/when a customer is notified that**
7 **they may contact the Illinois Commerce Commission for assistance.**

8 **A.** Once a customer notifies the Company of a dispute with the Company's billing, service
9 quality, service maintenance or service product, the Company will make every effort to
10 resolve the registered complaint in an expeditious and fair manner. Depending upon the
11 nature and the monetary amount of the complaint, the complaint may be resolved
12 verbally at the time of the customer's call or shortly thereafter. For example, certain
13 customer service representatives in the Company's customer service department are
14 authorized to immediately and without further consultation resolve customer complaints
15 of a specified monetary amount. Complaints of a more detailed nature and for larger
16 monetary amounts may necessitate consultation with managerial staff and the need for an
17 in-depth investigation and review of the issue. The length of such investigations will
18 vary on a case-by-case basis but, generally speaking, the Company expects to resolve
19 most complaints within one to two weeks. Where internal investigations are necessary,
20 customer service will notify the customer of the result of its review. If the customer
21 remains dissatisfied with the result of a review, and if complaint resolution cannot be
22 reached internally, customer service will inform the customer of its right to file an

1 appropriate complaint with the Commission to seek the Commission's assistance, and
2 will provide the customer with the Commission's address and telephone number.

3 **Q. Please provide the name, address, telephone number and fax number of the contact**
4 **person for your company that will be responsible for working with the**
5 **Commission's Consumer Services Division for the resolution of complaints.**

6 **A.** JoAnn Perry
7 Customer Service Manager
8 LightWave Communications, LLC
9 14504 Greenview Drive
10 Suite 302
11 Laurel, Maryland 20708
12 (301) 953-9300
13 (301) 953-2454 (facsimile)
14

15 **Q. How does LightWave intend to market its services/solicit customers for its local**
16 **exchange service offerings?**

17 **A.** LightWave will utilize a direct sales force for initial sales and telesales by customer
18 service specialists after the original sale is made for subsequent telecom services.

19 **Q. Are you familiar with "slamming?"**

20 **A.** Yes. This is the practice of switching a consumer's telephone carrier without his or her
21 knowledge or consent. This practice is prohibited both under federal law, as well as
22 under the laws of the State of Illinois (*e.g.* 220 ILL. COMP. STAT. ANN. 5/13-902).

23 **Q. What are the Company's policies with regard to slamming?**

24 **A.** LightWave does not intend to provide voice grade or dial tone service to end users.
25 However, if the Company ever does provide such service, it will comply fully with 220
26 ILL. COMP. STAT. ANN. 5/13-902, all ICC rules promulgated under this Statute, and all
27 relevant rules promulgated by the Federal Communications Commission under 47 C.F.R.

1 § 64.1100 *et seq.* In this regard, the Company would receive proper customer
2 verification and would send adequate written notice of any changes in a subscriber's
3 primary exchange or interexchange carrier in accordance with the rules set forth in 220
4 ILL. COMP. STAT. ANN. 5/13-902 (e).

5 **Q. Does the Company have written guidelines in place to prevent the unauthorized**
6 **slamming of local exchange customers?**

7 **A.** Not at this time. However, as previously discussed, LightWave does not intend to
8 provide voice grade or dial tone service to end users. If the Company should ever
9 provide such service, it will avoid occurrences of unauthorized slamming by ensuring
10 that *all* customers have signed contracts with the Company, and that separate Letters of
11 Authorization ("LOAs") are routinely obtained where customers of other carriers choose
12 to purchase LightWave's local and long distance services.

13 **Q. For each state in which LightWave currently provides service, indicate the number**
14 **of slamming complaints that have been filed with the Company or state regulatory**
15 **commissions for the period 1998-1999.**

16 **A.** No slamming complaints against LightWave have been filed either with the Company or
17 with any other state or federal regulatory agency.

18 **Q. Have any other types of complaints or judgments been levied against the Company**
19 **(in-state, out-of-state or FCC)?**

20 **A.** No.

21 **Q. Has the Company ever provided service under any other name?**

22 **A.** No.

1 **Q. How will LightWave comply with 83 Illinois Administrative Code Part 735.180,**
2 **regarding directories?**

3 **A.** Because LightWave does not intend to provide dial tone or voice grade services to end
4 users, LightWave does not intend to provide access to directories or to directory services.
5 However, if LightWave does offer such services in the future, it will comply with the
6 rules set forth in IL. ADMIN. CODE tit. 83 § 735.180. LightWave likely would enter into a
7 contract with an underlying carrier for the provision of telephone directories and
8 directory services.

9 **Q. Is LightWave requesting relaxed regulatory treatment?**

10 **A.** As LightWave will be a non-dominant, competitive provider of local exchange and
11 interexchange telecommunications services, LightWave requests regulation from the
12 Commission in the same streamlined fashion extended to other similarly situated carriers.

13 **Q. Does LightWave agree to abide by the relevant 83 Illinois Administrative Code**
14 **Parts upon approval of its Application?**

15 **A.** Yes. LightWave agrees to abide by the relevant Parts of the Administrative Code.
16 Because LightWave does not plan to provide voice grade or dial tone services to end
17 users, certain Parts, such as 720 (911 Implementation Reports); 725 (Standards of
18 Service Applicable to 911 Emergency Systems); 755 (Telecommunications Access for
19 Persons with Disabilities); 756 (Telecommunications Relay Service); 757 (Telephone
20 Assistance Programs); and 770 (Operator Service Providers) are not, at the present
21 time, relevant to LightWave. However, LightWave will abide by Part 705
22 (Preservation of Records of Telephone Utilities); relevant portions of Part 735
23 (Procedures Governing the Establishment of Credit, Billing, Deposits, Termination of

1 Service and the Issuance of Telephone Directories); and any other applicable rules for
2 providing local and interexchange telecommunications services in Illinois. If
3 LightWave offers voice grade or dial tone services in the future, it also will meet the
4 requirements of Parts: 720 (911 Implementation Reports); 725 (Standards of Service
5 Applicable to 911 Emergency Systems); 755 (Telecommunications Access for Persons
6 with Disabilities); 756 (Telecommunications Relay Service); 757 (Telephone
7 Assistance Programs); and 770 (Operator Service Providers), as well as the
8 requirements pertaining to the Telephone Assistance Program as imposed by Sections
9 13.301 and 13.301.1 of the IL. PUB. UTILS. ACT, and the regulations relating to
10 Telecommunications Relay Service set forth in Sections 13-703 of the IL. PUB. UTILS.
11 ACT. The Company will not offer Pay-Per-Call services and thus need not comply with
12 the Commission regulations for such services.

13 **Q. Is LightWave requesting any waivers in its Application?**

14 A. Yes. LightWave respectfully requests a waiver of 83 ILL. ADMIN. CODE tit. 83 § 710,
15 which requires it to keep its books pursuant to Uniform System of Accounts ("USOA")
16 principles. The Company requests such a waiver due to the fact that it currently
17 maintains its books and records in accordance with Generally Accepted Accounting
18 Principles ("GAAP"). Given that fact, absent a waiver from the Commission, LightWave
19 would be compelled to maintain two sets of books, so that its Illinois operations could be
20 maintained in accordance with the USOA. Because such a requirement would be unduly
21 burdensome on the Company, and because of the lack of any useful information to be
22 gained for the Commission through the imposition of this requirement on LightWave, the
23 Company hereby respectfully requests a waiver of the USOA requirements.

1 LightWave also respectfully requests a waiver of 83 ILL. ADMIN. CODE tit. 83 §
2 735.180, for the provision of directories. As LightWave does not intend to provide dial
3 tone or voice grade service to end users, this provision is not applicable to LightWave at
4 the present time. If LightWave offers voice grade or dial tone services to end users in the
5 future, LightWave would enter into a contractual agreement with the incumbent
6 provider(s) to fulfill all directory publication requirements. Additionally, and pursuant to
7 ILL. ADMIN. CODE tit. 83 § 250.20, LightWave seeks a waiver of the requirement
8 contained in ILL. ADMIN. CODE tit. 83 § 250.10 that public utilities keep books, accounts,
9 records and memoranda within the State of Illinois. Since LightWave's corporate
10 headquarters are in Laurel, Maryland, where all of the personnel responsible for the
11 maintenance of such documents are located, maintaining its books and accounts in
12 Illinois and establishing a location and setting up equipment for such maintenance would
13 be unduly burdensome, unnecessarily costly and extremely inefficient. LightWave, of
14 course, will be represented by a registered agent located within the State of Illinois, and
15 will provide the Commission with access to its books and records upon request.
16 LightWave understands that it will bear any costs associated with Commission inspection
17 of its books and records.

18 Finally, LightWave requests a waiver of ILL. ADMIN. CODE tit. 83 § 725.500(o)
19 and 725.620(b), which require the installation of call boxes in a local exchange carrier's
20 central office, for purposes of maintaining the 9-1-1 system in the event of an outage.
21 LightWave will need such a waiver as it does not intend to construct its own central
22 office. Furthermore, LightWave does not intend to provide voice grade or dial tone
23 service to end users, and therefore, will not provide access to 9-1-1 services. However, if

1 LightWave ever provides dial tone service to end users, and therefore provides access to
2 9-1-1 services, the Company likely would collocate its switch within the ILEC Central
3 Office, or the office of another competitive carrier. Therefore, the Company would
4 require a waiver of the call box requirement.

5 **Q. Describe the status of LightWave's interconnection negotiations.**

6 **A.** LightWave plans to opt-in to an existing interconnection agreement with Ameritech.
7 LightWave does not anticipate entering into Section 251 interconnection negotiations
8 with any other incumbent local exchange carrier at this time.

9 **Q. Briefly describe how approval of LightWave's Application is in the public interest.**

10 **A.** Approval of LightWave's Application is in the public interest for several reasons. First,
11 such approval is in the public interest because, as demonstrated both in the Application
12 and in this testimony, LightWave is well-qualified to serve as a competitive local
13 exchange and interexchange telecommunications carrier in the State of Illinois. Second,
14 approval of LightWave's Application will increase competition in the market for
15 telecommunications services in the State of Illinois, leading to downward pressure on
16 prices, more innovative service offerings, and better overall service quality for Illinois
17 customers.

18 **9-1-1 RELATED ISSUES**

19 **Q. Please provide the name, address, telephone number and fax number of the 9-1-1**
20 **contact person for your company.**

21 **A.** LightWave does not intend to provide voice grade or dial tone service to end users, and
22 therefore does not plan to provide access to 9-1-1 services. However, if the Company

1 ever provides such service, and therefore provides access to 9-1-1 services, the following
2 person would act as LightWave's 9-1-1 contact person:

3 Jack Rudolph
4 Vice President, Business Development
5 LightWave Communications, LLC
6 14504 Greenview Drive, Suite 302
7 Laurel, Maryland 20708
8 (410) 953-9300
9 (410) 953-2454 (facsimile)

10
11 **Q. Will your company ensure that 9-1-1 traffic is handled in accordance with the 83**
12 **Illinois Administrative Code Part 725 and the Emergency Telephone System Act?**

13 **A.** Yes, if LightWave ever provides voice grade service to end users.

14 **Q. Will your company contact and establish a working relationship with 9-1-1 systems**
15 **when you begin to provide local telephone service?**

16 **A.** Yes, if LightWave ever provides voice grade service to end users.

17 **Q. Will your company coordinate with incumbent LEC(s) and local 9-1-1 systems to**
18 **provide transparent service for your local exchange customers?**

19 **A.** Yes, if LightWave ever provides voice grade service to end users.

20 * * * *

21 **Q. Have all Exhibits attached to this testimony been sufficiently explained?**

22 **A.** Yes.

23 **Q. Do you have anything further to add?**

24 **A.** No.

25 **Q. Does this conclude your testimony at this time?**

26 **A.** Yes.

27 *****

EXHIBIT A

State Qualification Document



OFFICE OF THE SECRETARY OF STATE

JESSE WHITE • Secretary of State

JULY 24, 2000

0043918-5

C T CORPORATION SYSTEM
208 SOUTH LASALLE STREET
CHICAGO, IL 60604-1136

RE LIGHTWAVE COMMUNICATIONS, LLC

DEAR SIR OR MADAM:

IT IS OUR PLEASURE TO APPROVE YOUR REQUEST TO TRANSACT BUSINESS IN THE STATE OF ILLINOIS. ENCLOSED PLEASE FIND AN APPROVED APPLICATION OF ADMISSION.

THE LIMITED LIABILITY COMPANY MUST FILE AN ANNUAL REPORT PRIOR TO THE FIRST DAY OF ITS ANNIVERSARY MONTH (MONTH OF QUALIFICATION) NEXT YEAR. A PRE-PRINTED ANNUAL REPORT FORM WILL BE SENT TO THE REGISTERED AGENT AT THE ADDRESS SHOWN ON THE RECORDS OF THIS OFFICE APPROXIMATELY 60 DAYS PRIOR TO ITS ANNIVERSARY MONTH.

SINCERELY YOURS,

A handwritten signature in cursive script that reads "Jesse White".

JESSE WHITE
SECRETARY OF STATE

DEPARTMENT OF BUSINESS SERVICES
LIMITED LIABILITY COMPANY DIVISION
TELEPHONE (217)524-8008

JW:LLC

Form **LLC-45.5**
January 1999

Illinois
Limited Liability Company Act
Application for Admission to Transact Business

This space for use by
Secretary of State

Jesse White
Secretary of State
Department of Business Services
Limited Liability Company Division
Room 359, Howlett Building
Springfield, IL 62756
http://www.sos.state.il.us

Payment must be made by certified
check, cashier's check, Illinois
attorney's C.P.A.'s check or money or-
der, payable to "Secretary of State."

Submit in Duplicate
Must be typewritten

This space for use by Secretary of State

Date 07 24 2000
Assigned File # 0043 918 5
Filing Fee \$400.00
Penalty LB
Approved:

FILED

JULY 24, 2000

LIMITED LIABILITY CO. DIV.
JESSE WHITE
SECRETARY OF STATE

PAID

JULY 24, 2000

1. Limited Liability Company name: LightWave Communications, LLC
(Must comply with Section 1-10 of ILLCA or article 2 below applies.)

2. The assumed name, other than the true company name, under which the LLC proposes to transact business in Illinois is: _____
(If applicable, a form LLC-1.20, Application to Adopt an Assumed Name, is required to be completed and attached to this application.)

3. Federal Employer Identification Number (F.E.I.N.): 52-2230327

4. Jurisdiction of Organization: Delaware

5. Date of Organization: May 18, 1999

6. Period of Duration: Perpetual
(See #14 on back)

7. The address, including county, of the office required to be maintained in the jurisdiction of its organization, or if not required, of the principal place of business (Post office box alone and c/o are unacceptable):

14504 Greenview Drive 302
(Number) (Street) (Suite)
Laurel, Maryland 20708
(City/State) (ZIP Code) (County)

8. Registered agent: CT Corporation System
(First Name) (Middle Name) (Last Name)

Registered Office: 208 South LaSalle Street
(Number) (Street) (Suite #)

(P.O. Box or c/o Chicago Illinois 60604
are unacceptable) (City) (County) (ZIP Code)

9. The date on which this foreign LLC first did business in Illinois: upon grant of this application

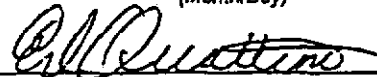
LLC-45.5

10. The purpose or purposes for which the company is organized and proposes to conduct in this State: Include the business code # (IRS Form 1065).

Provide Telecommunication Services

11. The limited liability company is managed by:
☒ manager(s)
☐ vested in member(s)
12. The Illinois Secretary of State is hereby appointed the agent of the limited liability company for service of process under the circumstances set forth in a subsection (b) of Section 1-50 of the ILLCA.
13. This application is accompanied by a certificate of good standing or existence, as well as a copy of the articles of organization, as amended, duly authenticated within the last thirty (30) days, by the officer of the state or country wherein the LLC is formed.
14. If the period of duration is a date certain and is not stated in the Articles of Organization from the domestic state, a copy of that page from the Operating Agreement stating the date must also be submitted.
15. The undersigned affirms, under penalties of perjury, having authority to sign hereto, that this application for admission to transact business is to the best of my knowledge and belief, true, correct and complete.

Dated July 11, 2000
(Month/Day) (Year)



(Signature)

(Signature must comply with Section 5-45 of ILLCA)

Ed Quattrone, Executive Vice President **MANAGER**

(Type or print name and title)

(If applicant is a company or other entity, state name of company and indicate whether it is a member or manager of the LLC.)

*Please refer to Sections 178.20(d) and (e) of the Administrative Rules

EXHIBIT B

Statement of Managerial Capability

MANAGERIAL AND TECHNICAL RESOURCES

LightWave Communications, LLC's management team consists of:

Mark J. Ricigliano, President and Chief Executive Officer.

Mr. Ricigliano founded LightWave Communications, Inc., formerly Atlantic Media, Inc., in 1995 when he entered the telecommunications industry reselling local exchange services. Since that time, he has transformed LightWave Communications, Inc. into a premier facilities-based telecommunications carrier with services that extend from Boston to Atlanta to Los Angeles. LightWave Communications, LLC (a wholly-owned subsidiary of LightWave Communications, Inc.) was formed in June 2000 and is the name under which all telecommunications business will be conducted. Prior to 1995, Mr. Ricigliano founded Lexsys, Inc., a software development company, and was Managing Director at Advanced Imaging, a medical imaging concern. He also founded and was the Managing Director at MJR Properties, a real estate investment trust.

Edward M. Quattrone, Executive Vice President.

Mr. Quattrone has been Executive Vice President of LightWave Communications since May 2000. Prior to joining the company, he held Sales and Marketing Management positions at Bell Atlantic during his career that spanned from May 1985 to May 2000. Mr. Quattrone brings years of technical experience and regulatory knowledge to the company. He pioneered the local exchange resale industry beginning in 1990 by developing a full service product offering with availability throughout the Bell Atlantic footprint. Prior to joining Bell Atlantic, Mr. Quattrone was employed in the Mortgage Banking industry from January 1980 to May 1985. He is a graduate of the University of Maryland with a Bachelor of Science degree in Business and Finance.

Jeffrey D. Ring, Secretary/Treasurer

Jeffrey D. Ring received a B.S. degree in Accounting from the University of Baltimore in 1980, and passed the CPA exam in November of that year. He also received a Masters Degree in Business Administration from the University of Baltimore in 1983, with a concentration in taxation. Self-employed since 1984, Jeffrey has built an accounting practice that concentrates on individuals, small businesses, estates and trusts. He is a member of the American Institute of CPAs, the Maryland Association of CPAs and the Maryland Society of Accountants.

Jack E. Rudolph, Vice President – Business Development.

Mr. Rudolph has been in the Telecommunications industry since 1983 when he joined the pre-Divestiture Bell System at the C&P Telephone Companies. During his twelve-year career there, he held a number of positions in the Systems Engineering organization, Sales & Marketing organization, and Financial Systems Division. He joined Computer Sciences Corporation in 1995 as Director of the Network Management Division where he built and managed CSC's global data network. Mr. Rudolph holds a Masters degree in Telecommunications Management

and a Bachelors Degree in Finance from the University of Maryland. In addition, he is an adjunct faculty member of the Telecommunications Department of Johns Hopkins University. Mr. Rudolph joined LightWave Communications in May 2000.

Robert Lawson, Vice President – Planning and Engineering.

Mr. Lawson joined LightWave Communications in June 2000 after ending a 32 -year career with Bell Atlantic where he held a number of positions in the Outside Plant Division. Career highlights include being on the original team to plan and design the first SONET self-healing rings deployed in the Washington Metropolitan Area. He later went on to the Inter-Office Facilities engineering group where he was a Long Range Planner for the Washington Metropolitan Area. He culminated his career as the Project Manager for planning and engineering of the region-wide ISAN tariff. Mr. Lawson possesses in-depth technical knowledge and vast experience in the design, installation and management of fiber optic networks.

EXHIBIT C

Chart of Accounts

[Confidential – Filed Under Seal]